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RECORDATION NO. 16878-B FILED

JUN 01 '00 3:19 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

June 1, 2000

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed four originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Locomotive Operating Lease Agreement Partial Termination, a secondary document, dated as of May 8, 2000. The primary document to which this is connected is recorded under Recordation No. 16878. We request that this document be recorded under Recordation No. 16878-~~A~~.

FEM B

The names and addresses of the parties to the Locomotive Operating Lease Agreement Partial Termination are:

Lessor:

General Motors Corporation (Electro-Motive Division)
9301 W. 55th Street
LaGrange, IL 60525

Lessee:

The Burlington Northern and Santa Fe Railway Company, successor by merger to The Atchison, Topeka and Santa Fe Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76131-2828

A description of the equipment covered by the Locomotive Operating Lease Agreement Partial Termination consists of two SD-60 diesel electric locomotives numbered EMDX 8301

Honorable Vernon A. Williams

June 1, 2000

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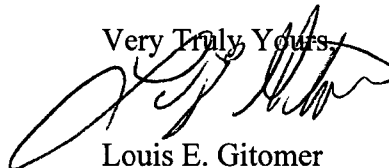
and 8302, and 14 GP-38-2 diesel electric locomotives numbered EMDX 742, 746, 757, 764, 786, 811, 812, 818, 819, 820, 821, 823, 828, and 833.

A fee of \$26.00 is enclosed. Please return three originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Locomotive Operating Lease Agreement Partial Termination by General Motors Corporation (Electro-Motive Division), 9301 W. 55th Street, LaGrange, IL 60525, and The Burlington Northern and Santa Fe Railway Company, successor by merger to The Atchison, Topeka and Santa Fe Railway Company, 2500 Lou Menk Drive, Fort Worth, TX 76131-2828, covering two SD-60 diesel electric locomotives numbered EMDX 8301 and 8302, and 14 GP-38-2 diesel electric locomotives numbered EMDX 742, 746, 757, 764, 786, 811, 812, 818, 819, 820, 821, 823, 828, and 833.

Very Truly Yours,



Louis E. Gitomer

Enclosures

JUN 01 '00 3:19 PM

LOCOMOTIVE OPERATING LEASE AGREEMENT PARTIAL TERMINATION
SURFACE TRANSPORTATION BOARD

This Locomotive Operating Lease Agreement Partial Termination dated as of May 8, 2000 (the "Partial Termination") terminates the Locomotive Operating Lease Agreement, dated as of December 22, 1989 (the "Lease"), between General Motors Corporation (Electro-Motive Division) ("EMD"), a Delaware corporation, and ~~the~~ Burlington Northern and Santa Fe Railway Company ("BNSF"), successor by merger to The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation, with respect to two SD-60 locomotives numbered EMDX 8301 and 8302, and 14 GP-38-2 locomotives numbered EMDX 742, 746, 757, 764, 786, 811, 812, 818, 819, 820, 821, 823, 828, and 833 (the "Locomotives").

WHEREAS, EMD and BNSF executed a Locomotive Operating Lease Agreement, dated as of December 22, 1989;

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on May 29, 1990 at 10:20 a.m., and was filed under Recordation No. 16878; and

WHEREAS, EMD and BNSF desire to terminate and cancel the Lease in part and to record this Partial Termination and cancellation with respect to the Locomotives;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, EMD and BNSF agree as follows:

1. EMD and BNSF hereby in part terminate and cancel the Lease with respect to the Locomotives.
2. EMD and BNSF agree to record this Partial Termination with the Surface Transportation Board so as to release the lien against the Locomotives under the Lease.
3. This Partial Termination may be executed by the parties in any number of counterparts, each executed counterpart constituting an original but altogether one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Partial Termination to be duly executed and delivered by their authorized officers as of the day and year first above written.

GENERAL MOTORS CORPORATION
(ELECTRO-MOTIVE DIVISION)

By: *Edlin*

Name: _____

Title: _____

Keith A. McCanless Treasurer Electro-Motive Division General Motors Corporation
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**THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY, successor by merger to
THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY**

By: *H. Ballas*

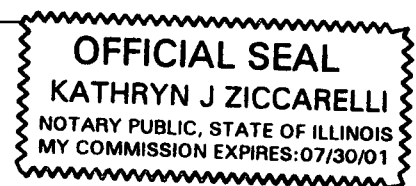
Name: _____

Title: *Director*

State of Illinois)
) ss.
County of Cook)

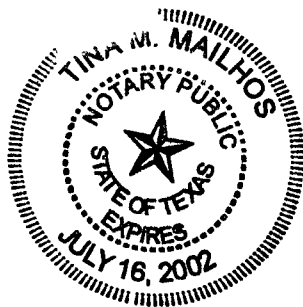
On this 8th day of May, 2000, before me personally appeared Keith A. McCaless, to me personally known, who, being by me duly sworn, says that (s)he is Treasurer of General Motors Corporation (Electro-Motive Division), and that (s)he is duly authorized to sign the foregoing instrument on behalf of General Motors Corporation (Electro-Motive Division) and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of General Motors Corporation (Electro-Motive Division).

Kathryn J. Ziccarelli
Notary Public
My commission expires:



State of Texas)
) ss.
County of Tarrant)

On this 30 day of May, 2000, before me personally appeared Harry Baldaccini, to me personally known, who, being by me duly sworn, says that (s)he is Director - Foco of Burlington Northern and Santa Fe Railway Company, and that (s)he is duly authorized to sign the foregoing instrument on behalf of Burlington Northern and Santa Fe Railway Company and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of ~~The~~ Burlington Northern and Santa Fe Railway Company.



Tina Mailhos
Notary Public
My commission expires: